

RFCFIVE

SEC 1972 Potential persons who are to respond to the collection of information contained (5-05)in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

MAR 2 0 2006 Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate feet alog notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

NOTICE OF SALE OF SECURITIES

THOMSON PURSUANT TO DECLY FORM D SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per response... 16.00 SEC USE ONLY Prefix Serial DATE RECEIVED

Name of Offering ([] check if this is Grancrete, Inc. Common Stock O		nd name has cha	inged, and indica	ate change.)	летиныя выпуская оне кайство в тесто техновом.			
Filing Under (Check box(es) that [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [
Type of Filing: [] New Filing [X]	Amendment		nd white and a position was account to position and constitution of state of the		ndryalitokinyaliphilinin; sitochalifan in NSS SERVINI TUB			
	A. BASIC ID	ENTIFICATION	DATA					
Enter the information requested a	bout the issuer	n der verber von de der 1920 von der verber von der der verbeiligt der der verber von der verber verber verber	et tri demokrati sepuru sepisi kitikan jengen pengangan pengangan pengangan pengangan pengangan pengangan peng Pengangan	AMMANIANAN MARKAN SAMAN MARKAN MA	and the commence of the control of t			
Name of Issuer ([] check if this is a Grancrete, Inc.	an amendment an	d name has cha	nged, and indica	te change.)	p- mp-mu-consistenting action displayed in Thinky			
Address of Executive Offices (Nur 150 Cupola Chase Way, Cary, No	·		ode) Telephone (919) 656-157	, ,	Area Code)			
Address of Principal Business Oper Area Code) (if different from Executive Offices)	ations (Number a	nd Street, City, S	State, Zip Code)	Telephone Number	· (Including			
Brief Description of Business Structural Materials	r Licht de Geschild (Art Villegering), deutsche Christian der Große (Art Villegering)	nt year (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994)		en e				

18455.5-431912-v2

Type of Business Organization	on .					
[X] corporation	[] limited partnership, a	[] limited partnership, already formed				
[] business trust	[] limited partnership, t	o be formed	ł			
авийлення (пр. 4) Сийзгійня Тэві (Пр. 44-10) мийня АПР-дасынга селійн Маху эксінендейн (АПР-дасынга) АПР-дасынга	ниумин нь Адабайц иулт нь Адабай на М ау Обсанс ия. Фод на Очер нь мерене на Адабай (1905) и состоянной бай (1905) на Оче	Month	Year	iki makala da Pangangan pangangan dan Pangangan da Pangangan Sangan Sang	ten Normale: 2001/09/06/2005 aber Barbara (1906/1906) (1906/1906) (1906/1906)	
Actual or Estimated Date of Incorporation or Organization:		[12]	[2005]	[X] Actual	[] Estimated	
Jurisdiction of Incorporation	or Organization: (Enter two-letter CN for Canada; FN fo				te:	
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GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: [] Pr	omoter [] Beneficial Owner	[X] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, if indiv	ridual)	CHAIR STATE AND AN ANN AND AND AND AND AND AND AND	nam ambieme barre 1904-201 m Todas ambies; abar	ar andre de les sections of the state of the
Business or Residence Address (c/o Grancrete, Inc., 150 Cupola			эл этэх эхэг хэр	
Check Box(es) that Apply: [] Pr	omoter [] Beneficial Owner	[X] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, if indiv Mustafa, Khalid	ridual)	andria. 186 17 gap aga samahandria khi 20023 kiliyyarit sam ara 12°°°11, sambum 1	caudin misurimatina is. notice (f. sumanocathleide	r haland mid to difference concurred miles difficultied in the difference were some
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Check Box(es) that Apply: [] Pr	omoter [] Beneficial Owner	[X] Executive Officer	[X] Director	[] General and/or Managing Partner
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Check Box(es) that Apply: [] Pr	omoter [] Beneficial Owner	[X] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, if indiv Selph, Jeffrey	idual)	Andre Market Appears and a construction of the Andrew Wings gardening which is a first entire to a con-	estaturum energia en energia e	торог таковы часы эта ок штаковы ангары ангары ангары
Business or Residence Address (lo Grancrete, Inc., 150 Cupola				

				B.	INFORM	ATION A	BOUT OF	FERING					
1. Has	the issu	er sold, c						ited inves		s offering	7	Yes []	No [X]
0.100	() (I)							iling unde				o o =	
2. What is the minimum investment that will be accepted from any individual?									\$ <u>25,</u> Yes	00.00 No			
3. Does the offering permit joint ownership of a single unit?								162 [X]	[]				
indirectof secution dealer more the forth the	tly, any ourities in registere han five he inform	commissi the offeri ed with th (5) perso ation for	on or siming. If a pole SEC and the second t	ilar remu erson to nd/or with listed are er or dea	ineration be listed in a state of associat	for solicita s an asso or states,	ation of pu ociated pe list the na	vill be paid urchasers erson or ag ame of the n a broker	in connection in	ction with proker or dealer. I	sales If	in and constant displayed	d Williams of Security, So. No.
	me (Las pplicable		rst, if indi	ividual)									
Busine	ss or Re	sidence	Address	(Number	and Stre	et, City, S	itate, Zip	Code)	OF ATO A C. MARKET LINES CAN THE PARTY PARTY.	***************************************		Marines - Andrews 1971	EFFIGMinifesymmetrics-
Name	of Assoc	iated Bro	ker or De	ealer				CONTRACTOR MANAGEMENT AND				entenan er entenan er ek	dichiationing alogenyaesya (ma.
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	(OK)	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	YW]	7	[PR]
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Busine	ss or Re	sidence i	Address	(Number	and Stree	et, City, S	tate, Zip	Code)		COLUMN TO THE PROPERTY OF THE	£		eministrative of communications
Name	of Assoc	iated Bro	ker or De	ealer								MATERIAL PROPERTY AND THE STATE OF THE STATE	MCMAP - STORY LINE AND
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(Check	"All State	es" or che	ck individ	ual States)					[] All S	tates	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]		[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS	_	[MO]
[MT] fRII	[NE]	[NV] [SD]	[NH] ITN]	[NJ] [TX]	[NM] IUTI	[NY] (VT)	[NC] [VA]	[ND] IWAI	[OH] [WV]	[OK] [WI]	[OR [WY	_	[PA] [PR]

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt 0 0 \$ 2,000,000.00 \$ Equity 300,000.00 [X] Common [] Preferred Convertible Securities Partnership Interests 0 Other (Specify). 0 2,000,000.00 \$ 300,000.00 Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors 2 \$ _ 50,000.00 \$ 250,000.00 Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Dollar Amount Type of Security Type of offering Sold Rule 505 Regulation A \$ Rule 504 \$ Total \$ 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees []\$ Printing and Engraving Costs..... []\$ [X] \$<u>5,000.00</u> Legal Fees Accounting Fees []\$ Administrative, Postage, Secretary Fees..... []\$ Sales Commissions (specify finders' fees separately)* []\$

Other Expenses (State Filing Fees).....

Total

[X] \$ 850.00

[X] \$ 5,850.00

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 1,994,150.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others		
Salaries and fees	\$	\$		
Purchase of real estate	\$	\$		
Purchase, rental or leasing and installation of machinery and equipment	\$	\$		
Construction or leasing of plant buildings and facilities	\$	\$		
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$	\$		
Repayment of indebtedness	\$	\$		
Working capital	\$	\$ <u>1,994,150.00</u>		
Other (specify):	\$	\$		
	\$	\$		
Column Totals	\$	\$ <u>1,994,150.00</u>		
Total Payments Listed (column totals added)	\$1,994,150.00			

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Signature

Grancrete, Inc.

Name of Signer (Print or Type)

Signature

March 17, 2006

Title of Signer (Print or Type)

Donald R. Reynolds Assistant Secretary

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)